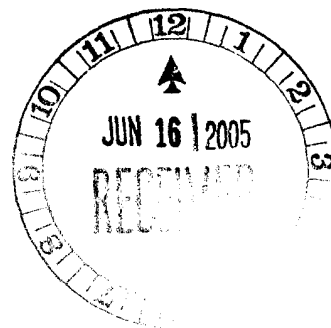




The David J. Joseph Company



June 14, 2005

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0006

RECORDATION NO. 25640 **FILED**

JUN 17 '05 9-42 AM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) certified copies of the Memorandum of Railroad Equipment Master Lease Agreement Schedule No. 001 dated as of December 16, 1998 between the following parties:

Lessee: Indiana Harbor Belt Railroad Company
2721 161st Street
Hammond, IN 45323-1099

Lessor: DJJ Leasing Ltd. (n/k/a Joseph Leasing Ltd.)
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A for the equipment, (20) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Master Lease Agreement Schedule No. 001 dated as of December 16, 1998 related to twenty (20) railcars bearing reporting marks: IHB 98200 - 98219, inclusive.

Please file this agreement as a primary document. The amount of \$33.00 is included on the enclosed check No. 572205 for the filing fees for this document. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

Julie M. Woodard
Documentation Coordinator

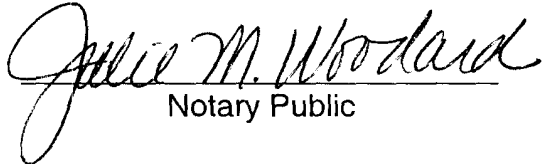
Enclosures

Rail Equipment Group

300 Pike Street
Cincinnati, OH 45202-4214
Phone (513) 419-6200
Fax (513) 419-6221

CERTIFICATE

The undersigned, Julie M. Woodard, notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copies of the documents attached hereto have been compared with the originals and that the undersigned has found the copies to be complete and identical in all respects to the original documents.


Notary Public



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires
September 24, 2007

JUN 17 '05

9-42 AM

MEMORANDUM OF
RAILROAD EQUIPMENT MASTER LEASE AGREEMENT
SCHEDULE NO. 001

This **MEMORANDUM OF RAILROAD EQUIPMENT MASTER LEASE AGREEMENT** ("Memorandum of Lease") entered into this 16th day of December, 1998, is intended to evidence Schedule No. 001 dated December 16, 1998, to the Railroad Equipment Master Lease Agreement dated as of December 16, 1998 (the "Lease"), between **DJJ LEASING LTD.**, an Ohio limited liability company (the "Lessor"), and **INDIANA HARBOR BELT RAILROAD COMPANY**, an Indiana corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessor has the right to lease the twenty (20) railcars described in Exhibit A attached hereto (the "Units"). Lessee is leasing from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR:**LESSEE:****DJJ LEASING LTD.****INDIANA HARBOR BELT RAILROAD COMPANY**By: Paul E. LoebigBy: C.H. AllenName: Paul E. LoebigName: C.H. ALLENTitle: Vice PresidentTitle: GEN. MANAGERDate: December 16, 1998Date: 12-18-98

EXHIBIT A

To the Memorandum of Lease, Schedule No. 001, dated December 16, 1998, between DJJ Leasing Ltd. and Indiana Harbor Belt Railroad Company.

DESCRIPTION OF UNITS

Twenty (20) railcars bearing reporting marks as follows:

IHB 98200 - 98219, INCLUSIVE

STATE OF OHIO)
)
COUNTY OF HAMILTON)

SS:

The foregoing instrument was acknowledged before me this 16th day of December, 1998, by Paul E. Loebig, the Vice President of DJJ Leasing Ltd., an Ohio limited liability company.

Julie M. Woodard
Notary Public



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires Sept. 24, 2002

STATE OF _____)
)
COUNTY OF _____)

SS:

The foregoing instrument was acknowledged before me this 18th day of December, 1998, by C.H. Allen, the General Manager of Indiana Harbor Belt Railroad Company, an Indiana corporation, on behalf of the corporation.

Paulette J. Peterson
Notary Public

PAULETTE J. PETERSON
Notary Public, State of Indiana
County of Lake
My Commission Expires Apr. 3, 2008